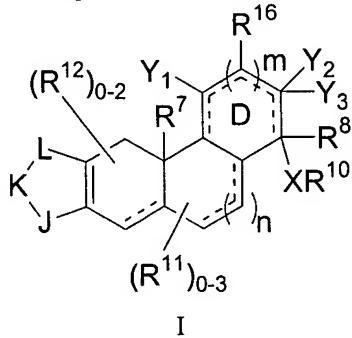


**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

1. (Original) A compound represented by Formula I



or a pharmaceutically acceptable salt or hydrate thereof, wherein:

n and m are each independently 0, 1 or 2;

J is selected from NR<sup>1</sup> or C(R<sup>1</sup>)(R<sup>2</sup>);

K is selected from NR<sup>3</sup> or C(R<sup>3</sup>)(R<sup>4</sup>);

L is selected from NR<sup>5</sup> or C(R<sup>5</sup>)(R<sup>6</sup>);

X is a bond, -C(O), -N(R<sup>14</sup>)-, -N(R<sup>14</sup>)-C(O)-, -C(O)-N(R<sup>14</sup>)-, -N(R<sup>14</sup>)-S(O)<sub>k</sub>-, -N(R<sup>14</sup>)-C(O)-NH- or -S(O)<sub>k</sub>-N(R<sup>14</sup>);

k is 0, 1 or 2;

R<sup>1</sup> and R<sup>10</sup> are each independently selected from the group consisting of:

- (1) C<sub>1</sub>-6alkyl,
- (2) C<sub>2</sub>-6alkenyl,
- (3) C<sub>2</sub>-6akynyl,
- (4) C<sub>3</sub>-6cycloalkyl,

- (5) C<sub>1-6</sub>alkoxy,
- (6) C<sub>1-6</sub>alkyl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2,
- (7) aryl,
- (8) aryl C<sub>1-6</sub>alkyl,
- (9) HET,
- (10) -C<sub>1-6</sub>alkyl-HET,
- (11) aryloxy,
- (12) aroyloxy,
- (13) aryl C<sub>2-6</sub>alkenyl,
- (14) aryl C<sub>2-6</sub>alkynyl,
- (15) hydrogen,
- (16) hydroxyl and
- (17) cyano

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, oxo, OR<sup>13</sup>, N(R<sup>14</sup>)<sub>2</sub>, C<sub>3-6</sub>cycloalkyl and C<sub>1-6</sub>alkyl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR<sup>13</sup>,
- (c) N(R<sup>14</sup>)<sub>2</sub>,
- (d) C<sub>1-6</sub>alkyl,
- (e) C<sub>2-6</sub>alkenyl,
- (f) C<sub>2-6</sub>alkynyl,
- (g) C<sub>1-6</sub>alkyl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2,
- (h) aryl,
- (i) aryl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2,
- (j) HET,
- (k) aryl C<sub>1-6</sub>alkyl,
- (l) aroyl,
- (m) aryloxy,

- (n) aryl C<sub>1-6</sub>alkoxy,
- (o) CN and
- (p) C<sub>3-6</sub>cycloalkyl,

wherein items (d) to (g) and (p) above and the alkyl portions of item (k) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR<sup>13</sup> and N(R<sup>14</sup>)<sub>2</sub>, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR<sup>13</sup> and C<sub>1-4</sub>alkyl,

R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup> and R<sup>6</sup> are each independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) C<sub>1-6</sub>alkyl,
- (4) C<sub>2-6</sub>alkenyl,
- (5) C<sub>2-6</sub>akynyl,
- (6) C<sub>3-6</sub>cycloalkyl,
- (7) C<sub>1-6</sub>alkoxy,
- (8) C<sub>1-6</sub>alkyl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2,
- (9) aryl,
- (10) aryl C<sub>1-6</sub>alkyl,
- (11) HET and
- (12) -C<sub>1-6</sub>alkyl-HET,

wherein items (3) to (8) above and the alkyl portions of items (10) and (12) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR<sup>13</sup>, N(R<sup>14</sup>)<sub>2</sub> and C<sub>1-6</sub>alkyl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2; and

wherein items (9) and (11) and the aryl portion of items (10) and the HET portion of item (12) are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR<sup>13</sup>,
- (c) N(R<sup>14</sup>)<sub>2</sub>,
- (d) C<sub>1-6</sub>alkyl,

- (e) C<sub>2</sub>-6alkenyl,
- (f) C<sub>2</sub>-6akynyl and
- (g) C<sub>1</sub>-6alkyl-S(O)<sub>k</sub><sup>-</sup>, wherein k is 0, 1 or 2,

wherein items (d) to (g) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR<sup>13</sup> and N(R<sup>14</sup>)<sub>2</sub>,

or R<sup>1</sup> and R<sup>3</sup> or R<sup>3</sup> and R<sup>5</sup> may be joined together to form a double bond;

R<sup>7</sup> is selected from the group consisting of:

- (1) hydrogen,
- (2) OR<sup>13</sup>,
- (3) C<sub>1</sub>-4alkyl,
- (4) aryl and
- (5) aryl C<sub>1</sub>-4alkyl,

wherein item (3) above and the alkyl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR<sup>13</sup> and N(R<sup>14</sup>)<sub>2</sub>, and

wherein item (4) above and the aryl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR<sup>13</sup>,
- (c) N(R<sup>14</sup>)<sub>2</sub>,
- (d) C<sub>1</sub>-6alkyl,
- (e) C<sub>2</sub>-6alkenyl and
- (f) C<sub>2</sub>-6akynyl,

wherein items (d) to (f) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR<sup>13</sup> and N(R<sup>14</sup>)<sub>2</sub>;

each Y<sub>1</sub>, Y<sub>2</sub> and Y<sub>3</sub> are independently selected from the group consisting of:

- (1) hydrogen,
- (2) -O-R<sup>9</sup>,

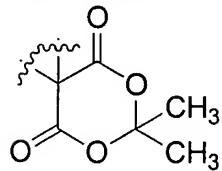
- (3)  $-S(O)k-R^9$ , wherein  $k$  is 0, 1 or 2,
- (4)  $-C-W-R^9$ , wherein  $W$  is O or  $S(O)k$ ,
- (5)  $-N(R^{15})_2$ ,
- (6)  $-S(O)k-N(R^{15})_2$ ,
- (7)  $-N(R^{15})-S(O)k-N(R^{15})_2$ ,
- (8)  $NO_2$ ,
- (9)  $-C(O)-R^{15}$ ,
- (10)  $-C(O)O-R^{15}$ ,
- (11)  $-CN$ ,
- (12) halo,
- (13)  $-O-S(O)k-R^{15}$  and
- (14)  $C_{1-4}alkyl$ , optionally substituted with from 1 to 6 halo groups,

with the proviso that when  $Y_2$  is hydrogen,  $Y_3$  is  $-C(O)-R^{15}$ ,  $R^{15}$  is  $C_{1-6}alkyl$  and  $X$  is  $-C(O)$  then  $R^{10}$  is not  $C_{1-6}alkyl$ , and

with the proviso that when  $Y_2$  is  $-C(O)-R^{15}$ ,  $Y_3$  is hydrogen,  $R^{15}$  is  $C_{1-6}alkyl$  and  $X$  is  $-C(O)$  then  $R^{10}$  is not  $C_{1-6}alkyl$ , and

with the proviso that when  $Y_2$  and  $Y_3$  are both hydrogen,  $X$  is a bond and  $R^{10}$  is HET, then said HET is defined as a 5-membered aromatic or non-aromatic monocyclic ring containing 1-3 heteroatoms selected from O, S and N,

$R^8$  is selected from the group consisting of: hydrogen,  $C_{1-6}alkyl$ ,  $C_{1-6}alkoxy$ ,  $-C_{1-6}alkyl-C(O)OH$  and  $-C_{1-6}alkyl-C(O)O-C_{1-6}alkyl$ , wherein the  $C_{1-6}alkyl$  portion is optionally mono, di or tri substituted with halo; or where  $R^8$  and  $-XR^{10}$  together with the carbon atom to which they are attached form the spiro group:



$R^9$  is selected from the group consisting of: hydrogen,  $C_{1-12}alkyl$  and aryl, wherein  $C_{1-12}alkyl$  and aryl are optionally substituted from one up to the maximum number of substituents with halo;

each  $R^{11}$ ,  $R^{12}$  and  $R^{16}$  is independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) C<sub>1-6</sub>alkyl,
- (4) C<sub>2-6</sub>alkenyl,
- (5) C<sub>1-6</sub>alkoxy and
- (6) hydroxy,

wherein items (3) to (5) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR<sup>12</sup>, N(R<sup>13</sup>)<sub>2</sub> and C<sub>1-6</sub>alkyl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2,

or R<sup>16</sup> may additionally be hydrogen;

each R<sup>13</sup> and R<sup>14</sup> is independently selected from the group consisting of hydrogen and C<sub>1-4</sub>alkyl, optionally substituted from one up to the maximum number of substitutable positions with halo; and

each R<sup>15</sup> is independently selected from the group consisting of: hydrogen, C<sub>1-6</sub>alkyl, aryl and C<sub>1-12</sub>alkoxycarbonyl, wherein said C<sub>1-6</sub>alkyl and C<sub>1-12</sub>alkoxycarbonyl are optionally substituted from one up to the maximum number of substitutable positions with halo and said aryl is optionally substituted from one up to the maximum number of substitutable positions with halo and C<sub>1-4</sub>alkyl, optionally substituted with 1-3 halo groups.

2. (Original) A compound according to Claim 1 wherein:

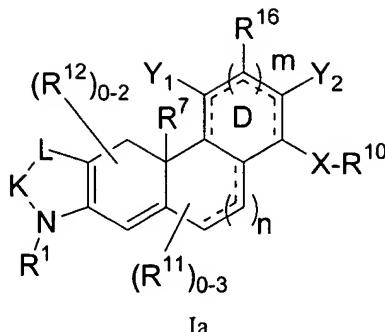
J is NR<sup>1</sup>;

K is NR<sup>3</sup>;

L is C(R<sup>5</sup>)(R<sup>6</sup>); and

R<sup>3</sup> and R<sup>5</sup> are joined together to form a double bond.

3. (Original) A compound according to Claim 1 of Formula Ia:



4. (Original) A compound according to Claim 1 wherein R<sup>1</sup> is phenyl or pyridyl said phenyl or pyridyl or optionally mono or di- substituted with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OCH<sub>3</sub>,
- (d) CH<sub>3</sub>,
- (e) CN.

5. to 10. (Canceled)

11. (Original) A compound according to Claim 1 wherein X is a bond, -C(O), -N(R<sup>14</sup>)-, -N(R<sup>14</sup>)-C(O)-, -C(O)-N(R<sup>14</sup>)-, -N(R<sup>14</sup>)-C(O)-NH- ; Y<sub>1</sub> is hydrogen; R<sup>1</sup> is phenyl, optionally mono or di-substituted with halo; R<sup>7</sup> is methyl; R<sup>11</sup> is hydrogen; R<sup>12</sup> is hydrogen; R<sup>14</sup> is hydrogen or methyl; R<sup>16</sup> is hydrogen; and R<sup>10</sup> are each independently selected from the group consisting of:

- (1) C<sub>1-4</sub>alkyl,
- (2) C<sub>2-4</sub>alkenyl,
- (3) C<sub>2-4</sub>akynyl,
- (4) C<sub>3-6</sub>cycloalkyl,
- (5) C<sub>1-4</sub>alkoxy,
- (6) aryl,
- (7) aryl C<sub>1-4</sub>alkyl,
- (8) HET,

- (9) -C<sub>1-4</sub>alkyl-HET,
- (10) aryloxy,
- (11) aroyloxy,
- (12) aryl C<sub>2-4</sub>alkenyl,
- (13) aryl C<sub>2-6</sub>alkynyl,

wherein items (1) to (5) above and the alkyl portions of items (7) and (9) above and the alkenyl portion of item (12) above and the alkynyl portion of item (13) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR<sup>13</sup>, N(R<sup>14</sup>)<sub>2</sub>, C<sub>3-6</sub>cycloalkyl and C<sub>1-6</sub>alkyl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2, and

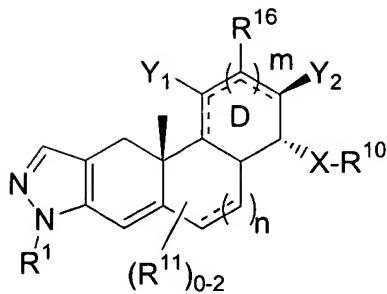
wherein items (6), (8), (10) and (11) above and aryl portion of items (7), (12) and (13) above and the HET portion of item (9) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

- (a) halo,
- (b) OR<sup>13</sup>,
- (c) N(R<sup>14</sup>)<sub>2</sub>,
- (d) C<sub>1-4</sub>alkyl,
- (e) C<sub>2-4</sub>alkenyl,
- (f) C<sub>2-4</sub>alkynyl,
- (g) aryl,
- (h) HET,
- (i) aryl C<sub>1-6</sub>alkyl,
- (j) aroyl,
- (k) aryloxy,
- (l) aryl C<sub>1-6</sub>alkoxy and
- (m) CN,

wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted from with one to three substituents independently selected from the group consisting of: halo, OR<sup>13</sup> and N(R<sup>14</sup>)<sub>2</sub>, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR<sup>13</sup> and C<sub>1-4</sub>alkyl,

12. (Original) A compound according to Claim 1 of Formula Ib



Ib

wherein:

m is 0 or 1,

n is 0 or 1,

R<sup>1</sup> is phenyl, optionally mono or di-substituted with halo;

R<sup>10</sup> are each independently selected from the group consisting of:

- (1) C<sub>1</sub>-6alkyl,
- (2) C<sub>2</sub>-6alkenyl,
- (3) C<sub>2</sub>-6alkynyl,
- (4) C<sub>3</sub>-6cycloalkyl,
- (5) C<sub>1</sub>-6alkoxy,
- (6) C<sub>1</sub>-6alkyl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2,
- (7) aryl,
- (8) aryl C<sub>1</sub>-6alkyl,
- (9) HET,
- (10) -C<sub>1</sub>-6alkyl-HET,
- (11) aryloxy,
- (12) aroyloxy,
- (13) aryl C<sub>2</sub>-6alkenyl,
- (14) aryl C<sub>2</sub>-6alkynyl,
- (15) hydrogen, and
- (16) hydroxy

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR<sup>13</sup>, N(R<sup>14</sup>)<sub>2</sub>, C<sub>3</sub>-6cycloalkyl and C<sub>1</sub>-6alkyl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

- (a) halo,
- (b) OR<sup>13</sup>,
- (c) N(R<sup>14</sup>)<sub>2</sub>,
- (d) C<sub>1-6</sub>alkyl,
- (e) C<sub>2-6</sub>alkenyl,
- (f) C<sub>2-6</sub>akynyl,
- (g) C<sub>1-6</sub>alkyl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2,
- (h) aryl,
- (i) aryl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2,
- (j) HET,
- (k) aryl C<sub>1-6</sub>alkyl,
- (l) aroyl,
- (m) aryloxy,
- (n) aryl C<sub>1-6</sub>alkoxy and
- (o) CN,

wherein items (d) to (g) above and the alkyl portions of item (k) above are optionally substituted from one to three substituents independently selected from the group consisting of: halo, OR<sup>13</sup> and N(R<sup>14</sup>)<sub>2</sub>, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one to three substituents independently selected from the group consisting of: halo, OR<sup>13</sup> and C<sub>1-4</sub>alkyl,

each R<sup>13</sup> and R<sup>14</sup> is independently selected from the group consisting of hydrogen and C<sub>1-4</sub>alkyl,

optionally substituted from one to three halo groups;

R<sup>16</sup> and each R<sup>11</sup> are independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) methyl,
- (4) methoxy, and
- (5) hydroxy;

Y<sub>1</sub> and Y<sub>2</sub> are each selected from the group consisting of:

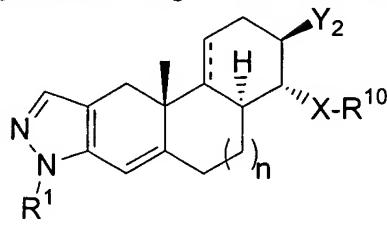
- (1) hydrogen,
- (2) hydroxy,
- (3) halo,

- (4) methyl,
- (5) -NO<sub>2</sub>,
- (6) -CN,
- (6) mono, di or tri halo substituted methyl,

X is a bond, -C(O), -N(R<sup>14</sup>)-, -N(R<sup>14</sup>)-C(O)-, -C(O)-N(R<sup>14</sup>)-, -N(R<sup>14</sup>)-S(O)<sub>k</sub>-, -N(R<sup>14</sup>)-C(O)-NH- or -S(O)<sub>k</sub>-N(R<sup>14</sup>);

13. (Original) A compound according to Claim 12 wherein Y<sub>1</sub>, R<sup>11</sup> and R<sup>16</sup> are each hydrogen.

14. (Original) A compound according to Claim 12 of Formula Ic:



Ic

wherein

n is 0 or 1,

R<sup>1</sup> is phenyl, optionally mono or di-substituted with halo;

R<sup>10</sup> is selected from the group consisting of:

- (1) C<sub>1</sub>-6alkyl,
- (2) C<sub>2</sub>-6alkenyl,
- (3) C<sub>2</sub>-6alkynyl,
- (4) C<sub>3</sub>-6cycloalkyl,
- (5) C<sub>1</sub>-6alkoxy,
- (6) C<sub>1</sub>-6alkyl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2,
- (7) aryl,
- (8) aryl C<sub>1</sub>-6alkyl,
- (9) HET,
- (10) -C<sub>1</sub>-6alkyl-HET,
- (11) aryloxy,
- (12) aroyloxy,
- (13) aryl C<sub>2</sub>-6alkenyl,
- (14) aryl C<sub>2</sub>-6alkynyl,
- (15) hydrogen, and
- (16) hydroxy

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR<sup>13</sup>, N(R<sup>14</sup>)<sub>2</sub>, C<sub>3</sub>-6cycloalkyl and C<sub>1</sub>-6alkyl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

- (a) halo,

- (b) OR<sup>13</sup>,
- (c) N(R<sup>14</sup>)<sub>2</sub>,
- (d) C<sub>1-6</sub>alkyl,
- (e) C<sub>2-6</sub>alkenyl,
- (f) C<sub>2-6</sub>akynyl,
- (g) C<sub>1-6</sub>alkyl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2,
- (h) aryl,
- (i) aryl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2,
- (j) HET,
- (k) aryl C<sub>1-6</sub>alkyl,
- (l) aroyl,
- (m) aryloxy,
- (n) aryl C<sub>1-6</sub>alkoxy and
- (o) CN,

wherein items (d) to (g) above and the alkyl portions of item (k) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR<sup>13</sup> and N(R<sup>14</sup>)<sub>2</sub>, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR<sup>13</sup> and C<sub>1-4</sub>alkyl,

each R<sup>13</sup> and R<sup>14</sup> is independently selected from the group consisting of hydrogen and C<sub>1-4</sub>alkyl, optionally substituted with from one to three halos;  
R<sup>16</sup> and each R<sup>11</sup> are independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) methyl,
- (4) methoxy, and
- (5) hydroxy;

Y<sub>1</sub> and Y<sub>2</sub> are each selected from the group consisting of:

- (1) hydrogen,
- (2) hydroxy,
- (3) halo,
- (4) methyl,
- (5) -NO<sub>2</sub>,
- (6) -CN,

(6) mono, di or tri halo substituted methyl,

X is a bond, -C(O), -N(R<sup>14</sup>), -N(R<sup>14</sup>)-C(O)-, -C(O)-N(R<sup>14</sup>)-,  
-N(R<sup>14</sup>)-S(O)<sub>k</sub>-, -N(R<sup>14</sup>)-C(O)-NH- or -S(O)<sub>k</sub>-N(R<sup>14</sup>);

15. (Original) The compound according to Claim 13 wherein  
X is a bond, -C(O), -N(R<sup>14</sup>), -N(R<sup>14</sup>)-C(O)-, -C(O)-N(R<sup>14</sup>)-, -N(R<sup>14</sup>)-C(O)-NH- ;  
R<sup>13</sup> and R<sup>14</sup> are each independently selected from hydrogen or methyl; and  
R<sup>10</sup> are each independently selected from the group consisting of:

- (1) C<sub>1-4</sub>alkyl,
- (2) C<sub>2-4</sub>alkenyl,
- (3) C<sub>2-4</sub>akynyl,
- (4) C<sub>3-6</sub>cycloalkyl,
- (5) C<sub>1-4</sub>alkoxy,
- (6) aryl,
- (7) aryl C<sub>1-4</sub>alkyl,
- (8) HET,
- (9) -C<sub>1-4</sub>alkyl-HET,
- (10) aryloxy,
- (11) aroyloxy,
- (12) aryl C<sub>2-4</sub>alkenyl,
- (13) aryl C<sub>2-6</sub>alkynyl,

wherein items (1) to (5) above and the alkyl portions of items (7) and (9) above and the alkenyl portion of item (12) above and the alkynyl portion of item (13) above are optionally substituted with from to three substituents independently selected from the group consisting of: halo, OR<sup>13</sup>, N(R<sup>14</sup>)<sub>2</sub>, C<sub>3-6</sub>cycloalkyl and C<sub>1-6</sub>alkyl-S(O)<sub>k</sub>-, wherein k is 0, 1 or 2, and

wherein items (6), (8), (10) and (11) above and aryl portion of items (7), (12) and (13) above and the HET portion of item (9) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

- (a) halo,
- (b) OR<sup>13</sup>,
- (c) N(R<sup>14</sup>)<sub>2</sub>,
- (d) C<sub>1-4</sub>alkyl,
- (e) C<sub>2-4</sub>alkenyl,
- (f) C<sub>2-4</sub>akynyl,
- (g) aryl,

- (h) HET,
- (i) aryl C<sub>1-6</sub>alkyl,
- (j) aroyl,
- (k) aryloxy,
- (l) aryl C<sub>1-6</sub>alkoxy and
- (m) CN,

wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR<sup>13</sup> and N(R<sup>14</sup>)<sub>2</sub>, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR<sup>13</sup> and C<sub>1-4</sub>alkyl.

16. (Original) The compound according to Claim 15 wherein X is a bond, -C(O), -N(R<sup>14</sup>)-, -N(R<sup>14</sup>)-C(O)-, -C(O)-N(R<sup>14</sup>)-, -N(R<sup>14</sup>)-C(O)-NH- ; R<sup>13</sup> and R<sup>14</sup> are each independently from hydrogen or methyl; and R<sup>10</sup> are each independently selected from the group consisting of:

- (1) C<sub>3-6</sub>cycloalkyl,
- (2) aryl,
- (3) aryl C<sub>1-4</sub>alkyl,
- (4) HET,
- (5) -C<sub>1-4</sub>alkyl-HET,
- (6) aryl C<sub>2-4</sub>alkenyl,

wherein item (1) above and the alkyl portions of items (3) and (5) above and the alkenyl portion of item (8) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR<sup>13</sup>, N(R<sup>14</sup>)<sub>2</sub>, and

wherein the aryl portion of items (2), (3), (6) and the HET portion of item (4) and (5) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR<sup>13</sup>,
- (c) N(R<sup>14</sup>)<sub>2</sub>,
- (d) C<sub>1-4</sub>alkyl,
- (e) C<sub>2-4</sub>alkenyl,
- (f) C<sub>2-4</sub>akynyl,

- (g) aryl,
- (h) HET,
- (i) aryl C<sub>1-6</sub>alkyl,
- (j) aroyl,
- (k) aryloxy,
- (l) aryl C<sub>1-6</sub>alkoxy and
- (m) CN,

wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR<sup>13</sup> and N(R<sup>14</sup>)<sub>2</sub>, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR<sup>13</sup> and C<sub>1-4</sub>alkyl.

17. (Original) The compound according to Claim 16 wherein R<sup>10</sup> are each independently selected from the group consisting of:

- (1) C<sub>3-6</sub>cycloalkyl,
- (2) aryl,
- (3) aryl C<sub>1-4</sub>alkyl,
- (4) HET,
- (5) -C<sub>1-4</sub>alkyl-HET,
- (6) aryl C<sub>2-4</sub>alkenyl,

wherein item (1) above and the alkyl portions of items (3) and (5) above and the alkenyl portion of item (8) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR<sup>13</sup>, N(R<sup>14</sup>)<sub>2</sub>, and

wherein the HET portion of item (4) and (5) are optionally substituted with from one to three substituents selected from the group consisting of C<sub>1-4</sub>alkyl and aryl, and

wherein the aryl portion of items (2), (3), (6) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

- (a) halo,
- (b) OR<sup>13</sup>,
- (c) N(R<sup>14</sup>)<sub>2</sub>,
- (d) C<sub>1-4</sub>alkyl,
- (e) C<sub>2-4</sub>alkenyl,
- (f) C<sub>2-4</sub>akynyl,

- (g) aryl,
- (h) HET,
- (i) aryl C<sub>1-6</sub>alkyl,
- (j) aroyl,
- (k) aryloxy,
- (l) aryl C<sub>1-6</sub>alkoxy and
- (m) CN,

wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR<sup>13</sup> and N(R<sup>14</sup>)<sub>2</sub>, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR<sup>13</sup> and C<sub>1-4</sub>alkyl.

18. (Original) The compound according to Claim 3 wherein Y<sub>2</sub> is CF<sub>3</sub>.

19. (Original) The compound according to Claim 18 wherein R<sup>10</sup> is selected from the group consisting of:

- (1) phenyl,
- (2) benzyl, and
- (3) HET, wherein HET is a 5-membered aromatic or non-aromatic monocyclic ring containing 1-3 heteroatoms selected from O, S and N,

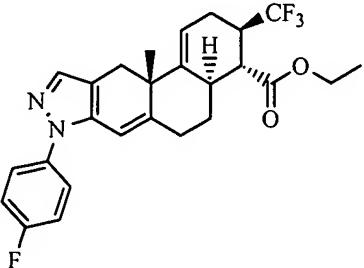
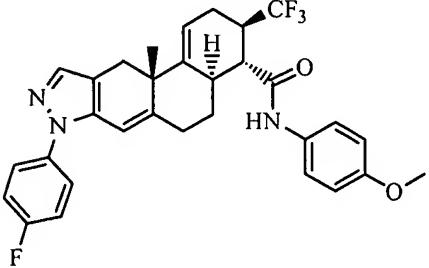
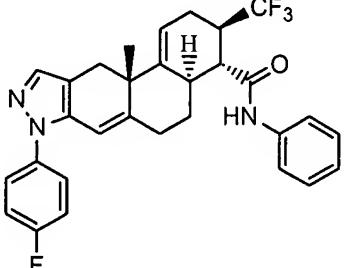
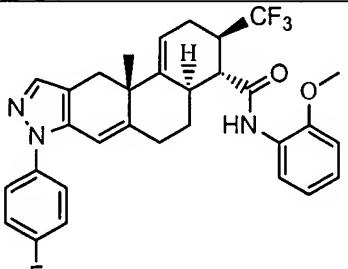
wherein groups (1) to (3) above are optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

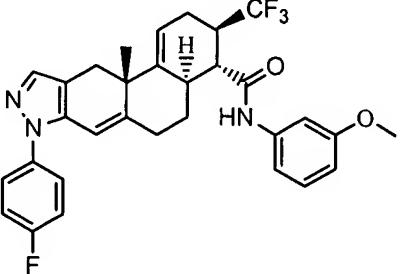
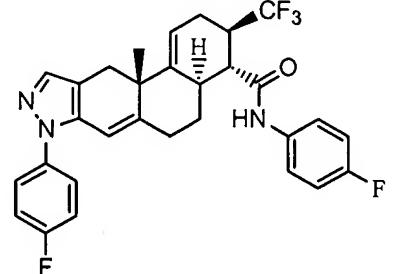
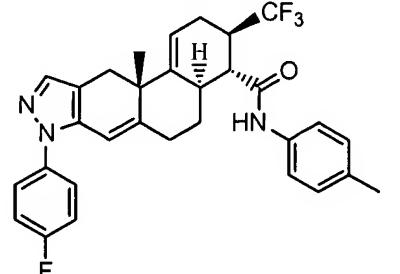
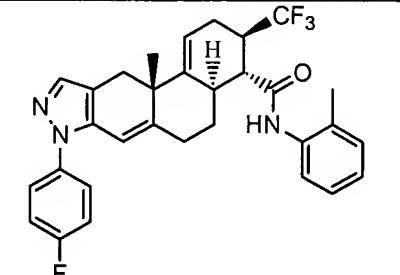
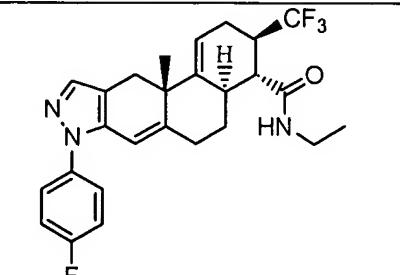
- (a) halo,
- (b) C<sub>1-4</sub>alkyl, optionally substituted with hydroxy or 1 to 3 halo groups,
- (c) C<sub>1-4</sub>alkoxy, optionally substituted with 1 to 3 halo groups,
- (d) NH<sub>2</sub>,
- (e) hydroxy, and
- (e) phenyl or benzyl.

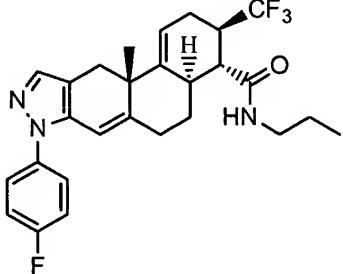
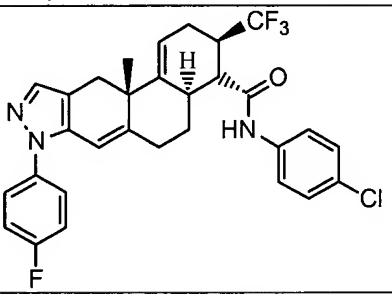
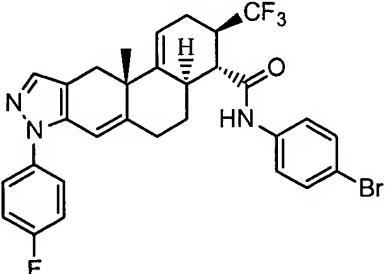
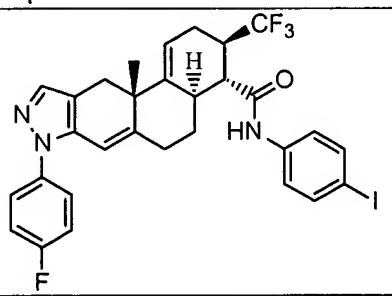
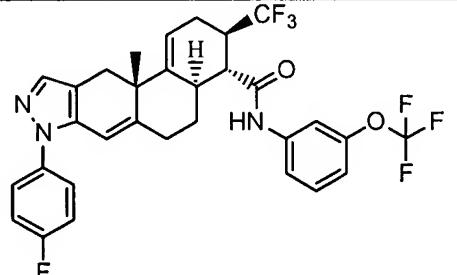
20. (Original) The compound according to Claim 3 wherein Y<sub>2</sub> is hydrogen, X is a bond and R<sup>10</sup> is HET, wherein HET is a 5-membered aromatic or non-aromatic monocyclic ring containing 1-3 heteroatoms selected from O, S and N.

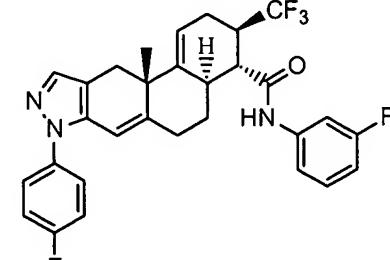
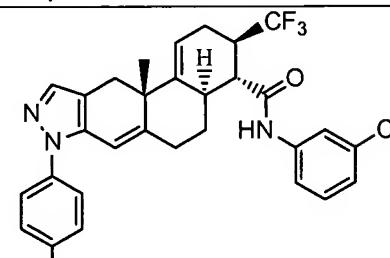
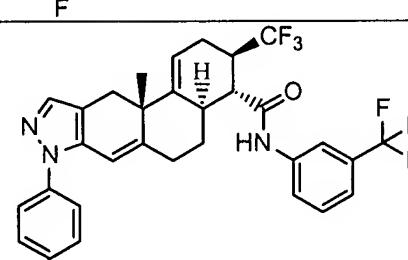
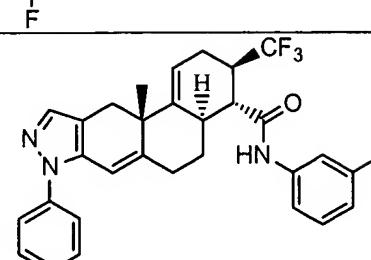
21. (Original) The compound according to Claim 20 wherein HET is selected from oxazolyl and imidazolyl.

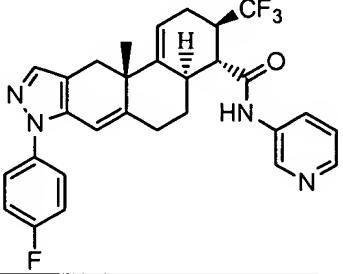
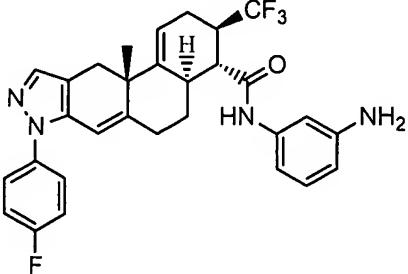
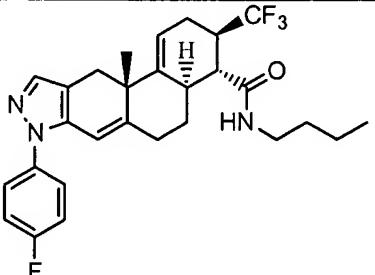
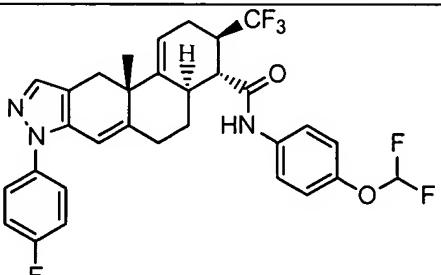
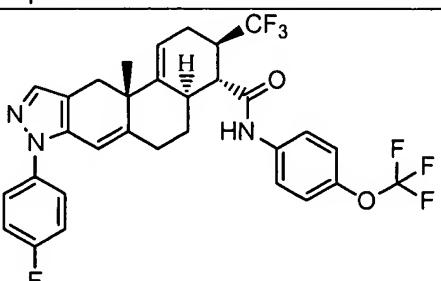
22. (Original) A compound selected from the group consisting of:

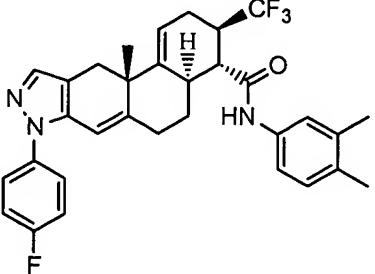
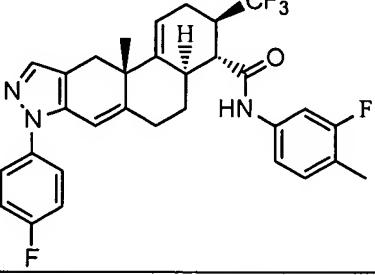
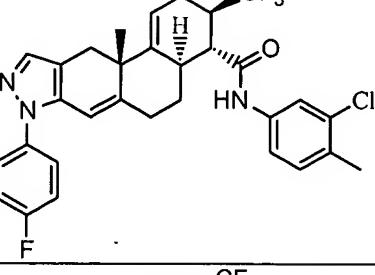
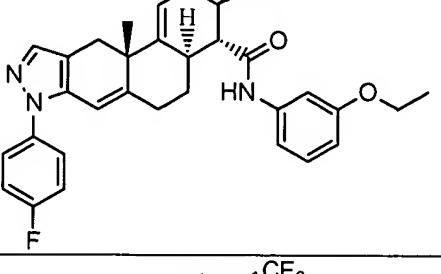
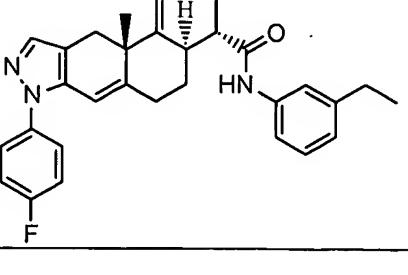
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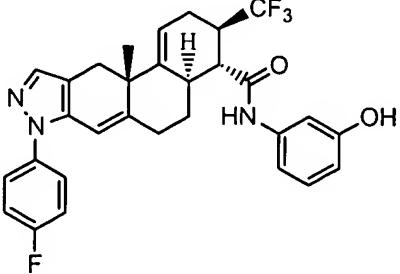
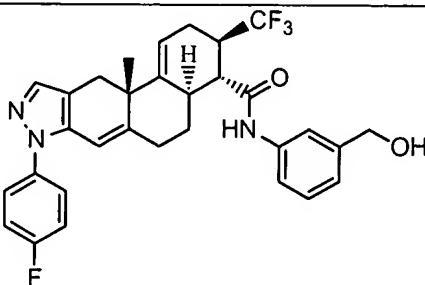
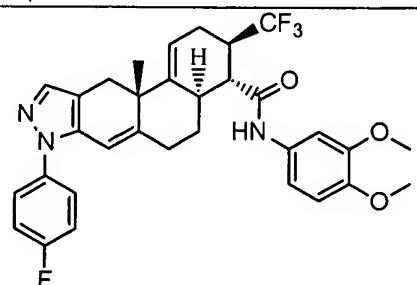
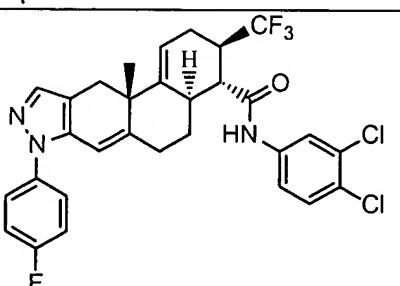
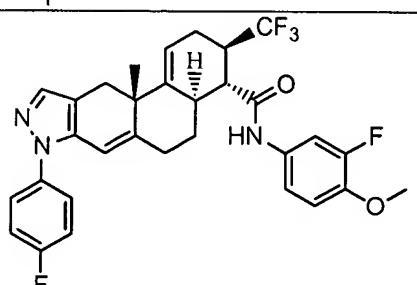
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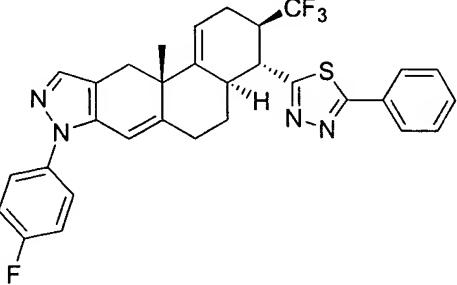
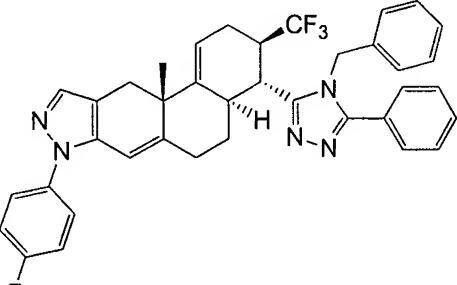
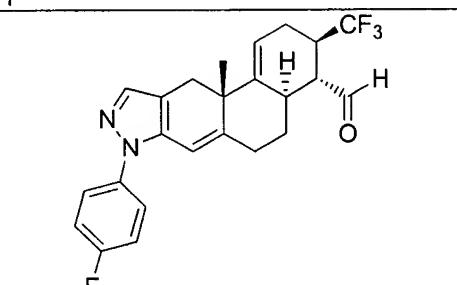
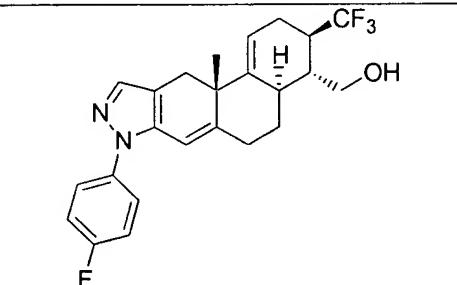
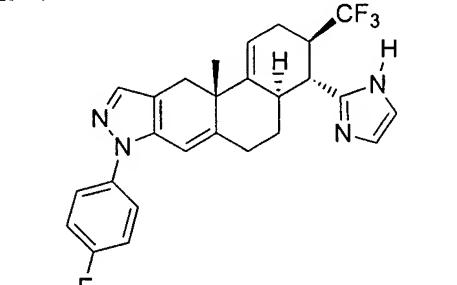
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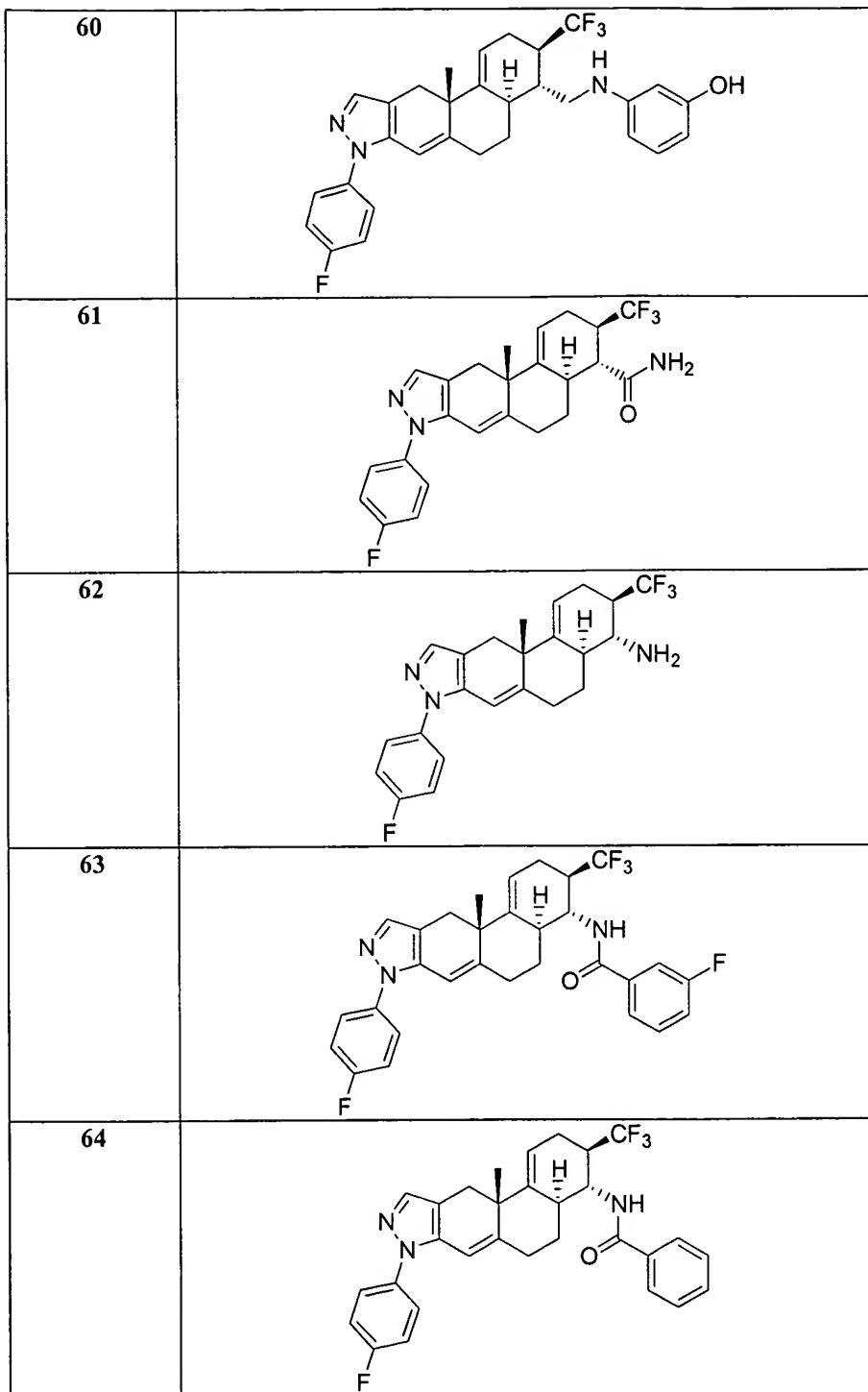
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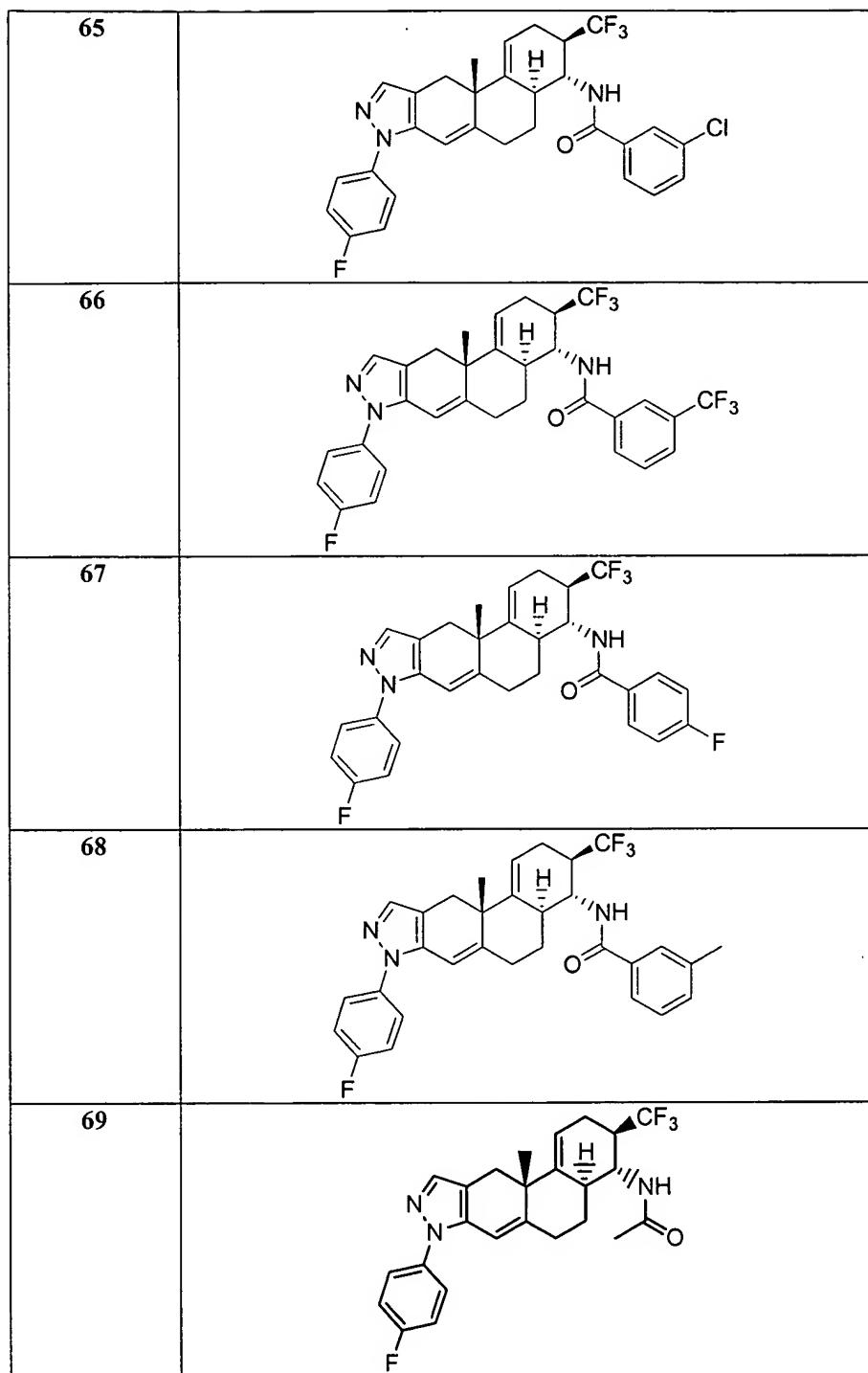
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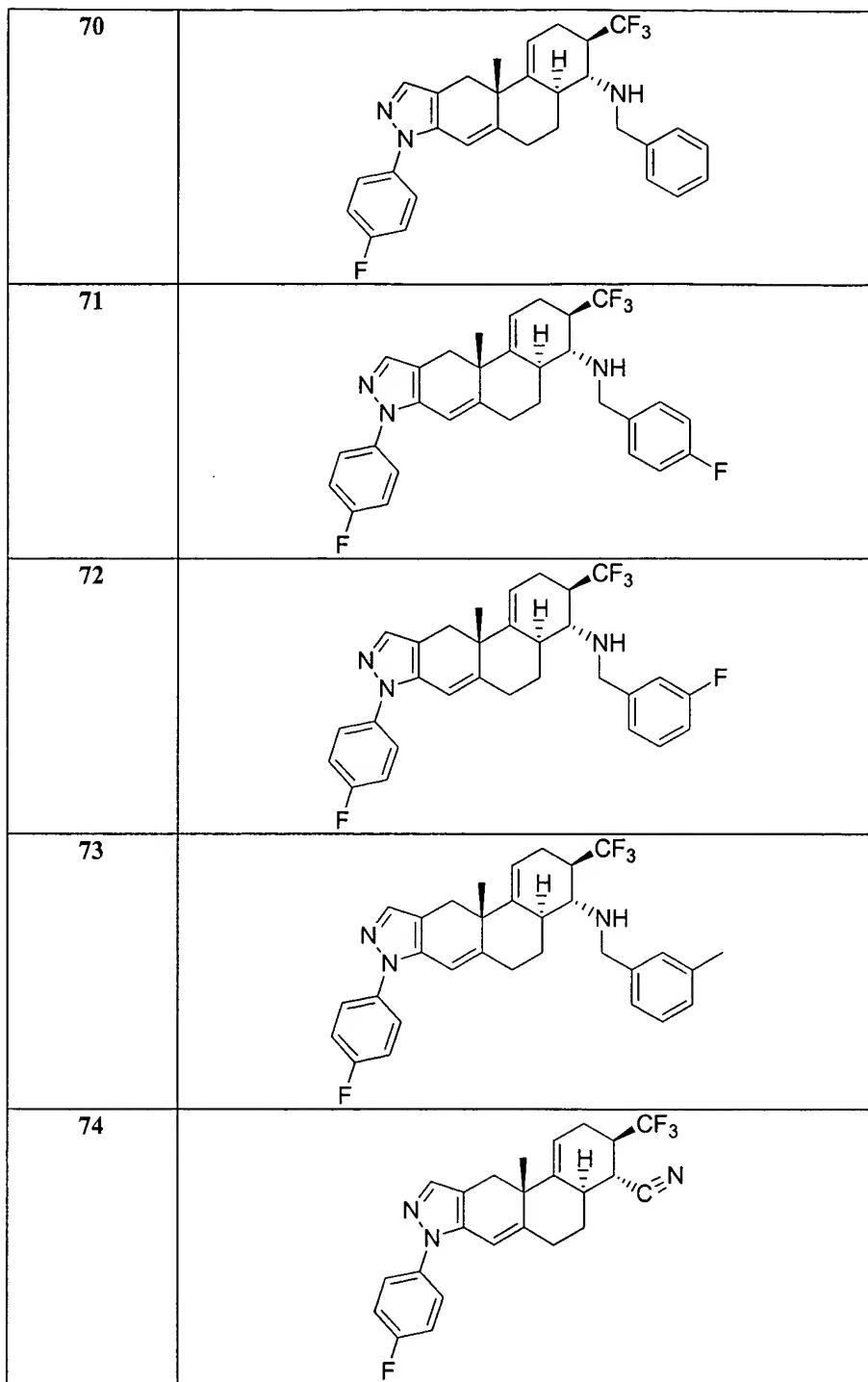
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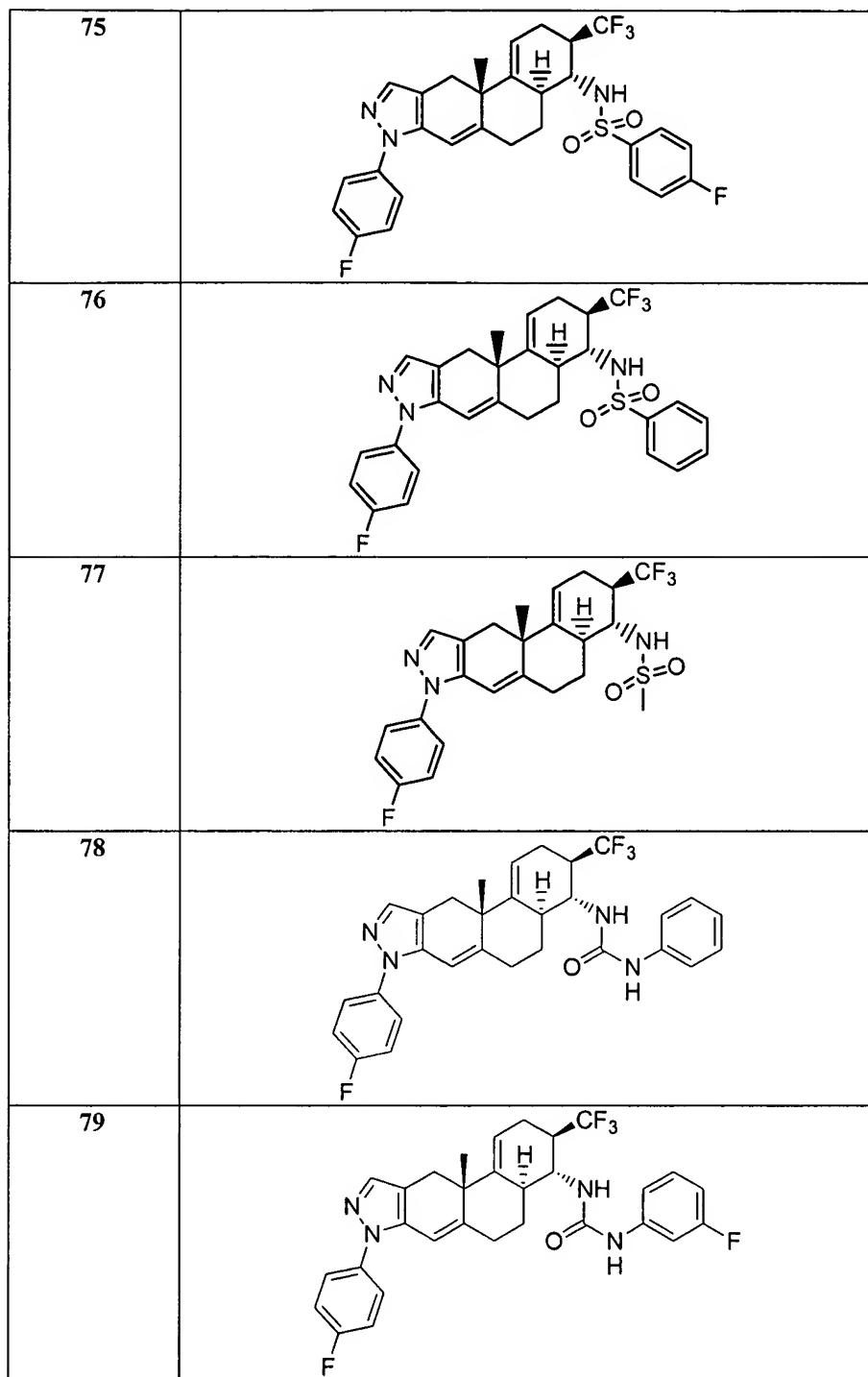


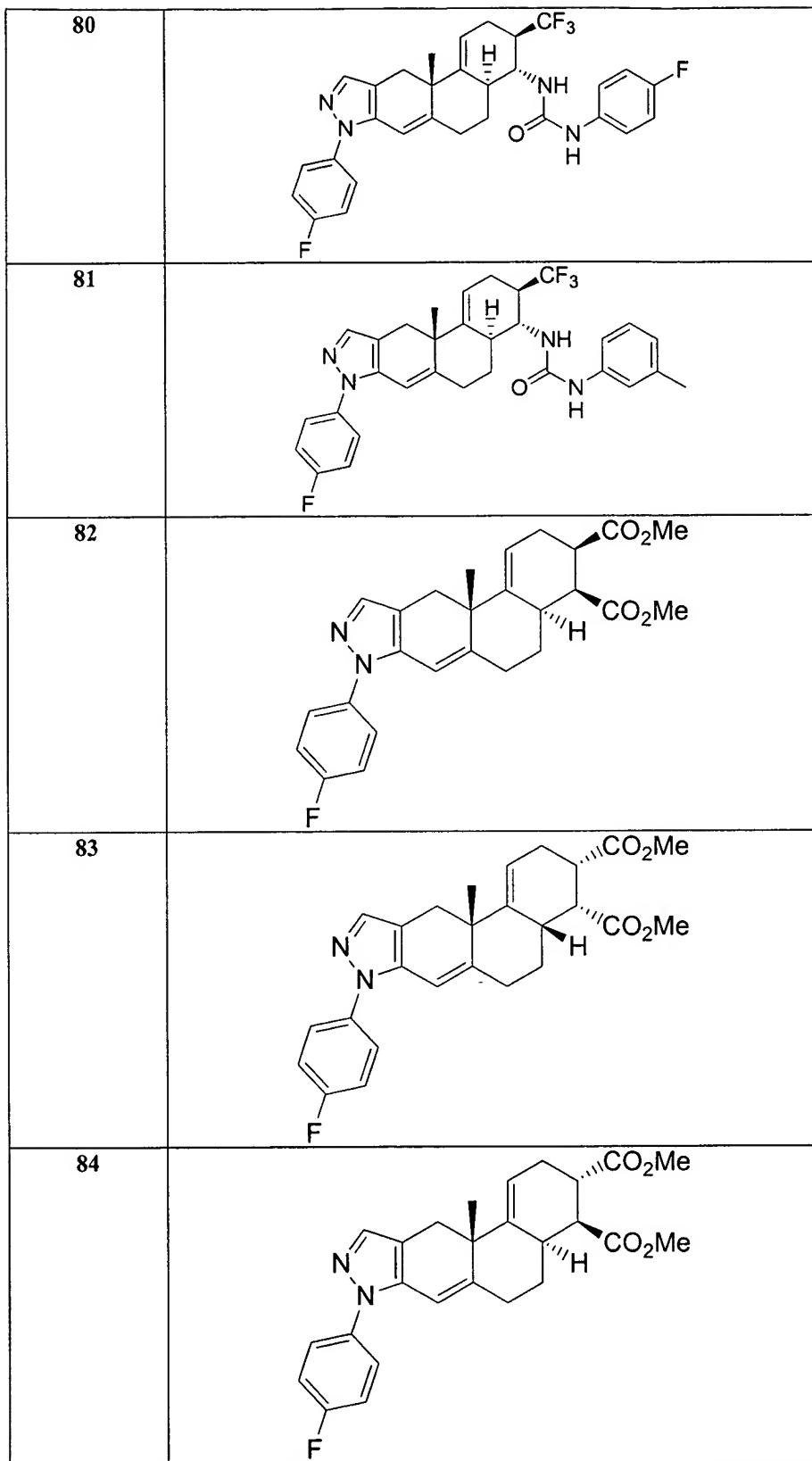
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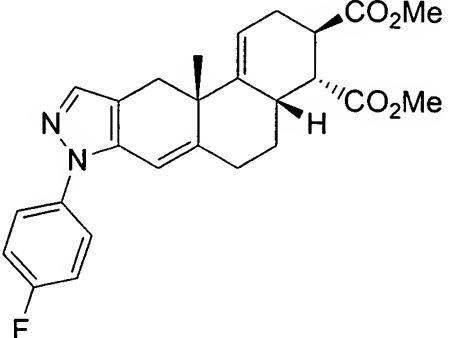
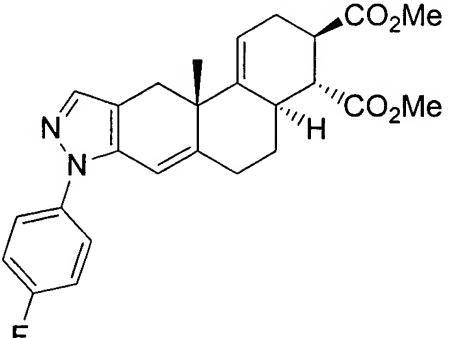
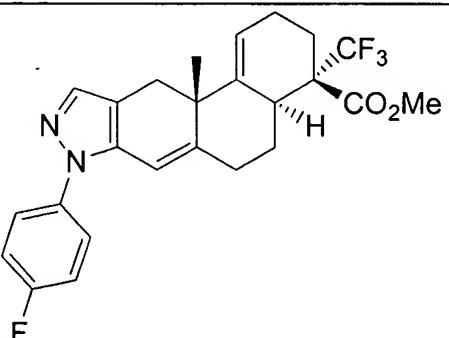
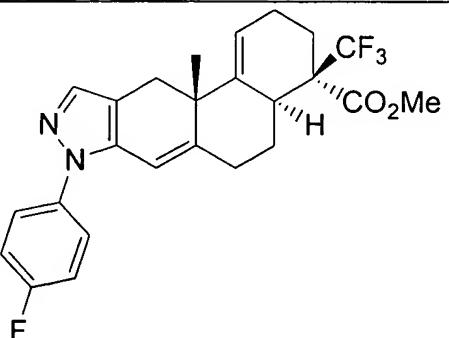


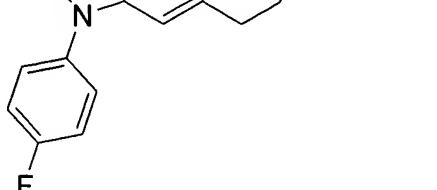
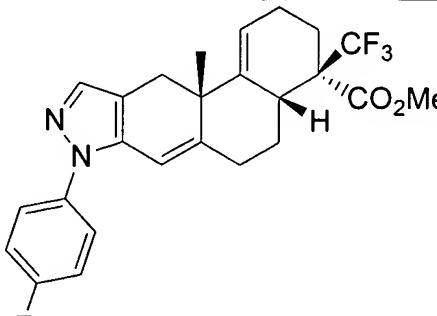
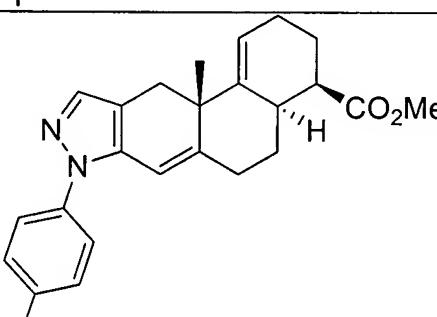
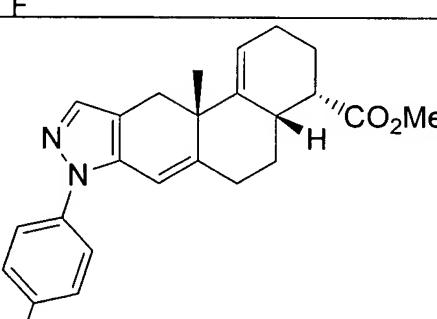




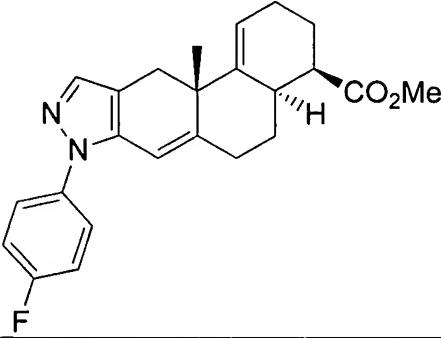
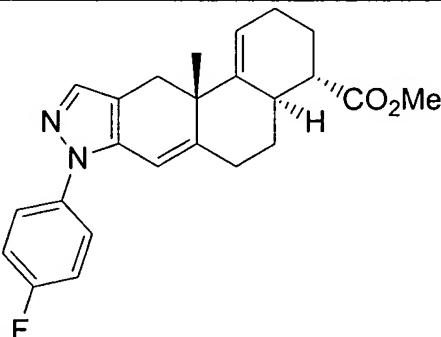
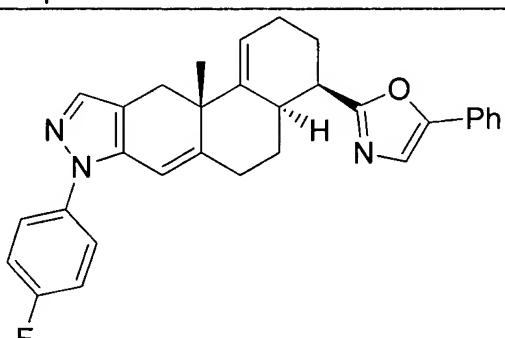
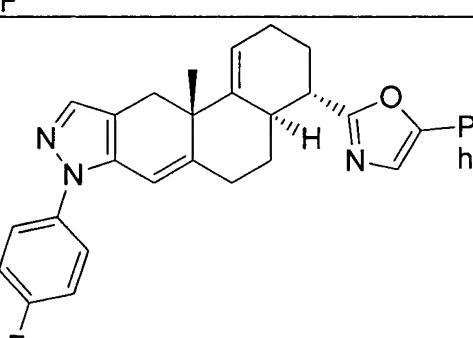


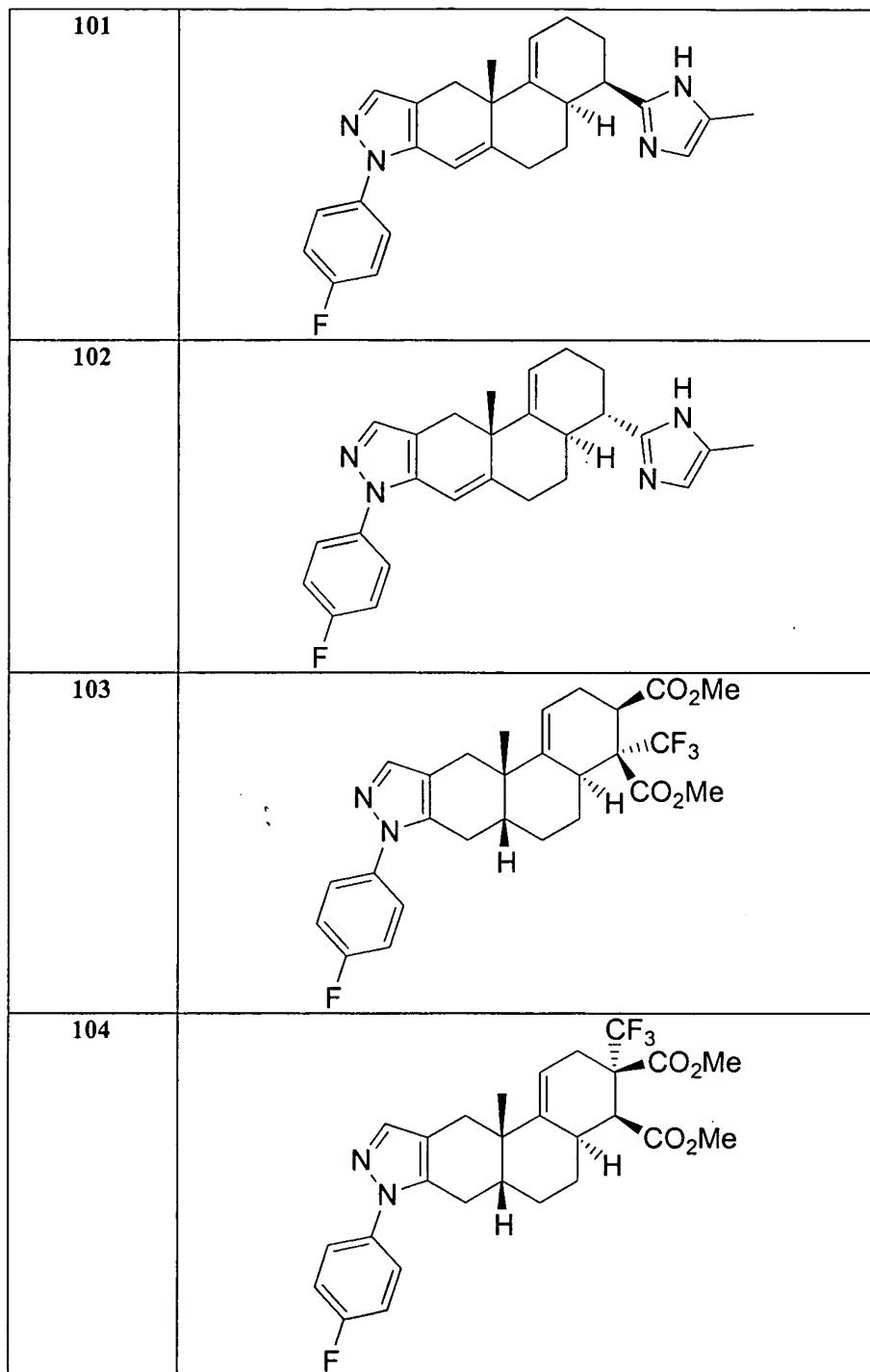


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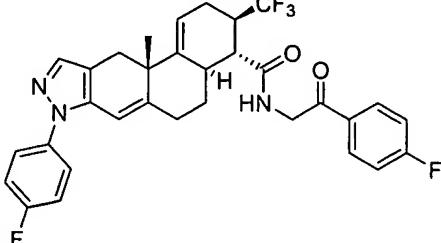
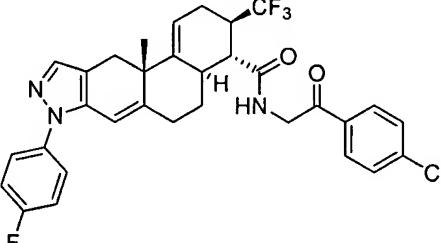
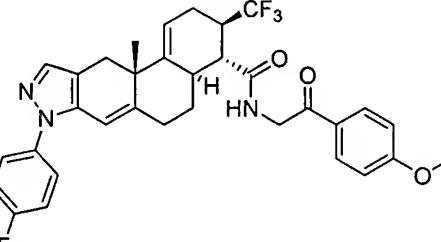
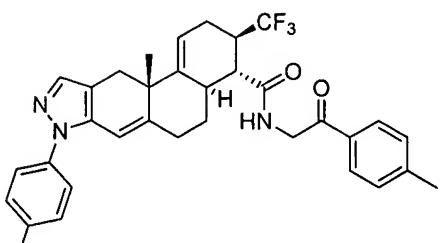
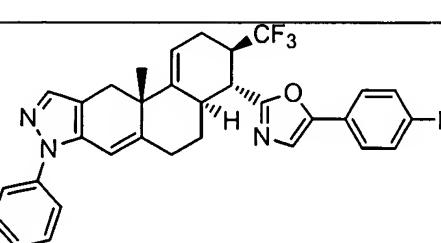
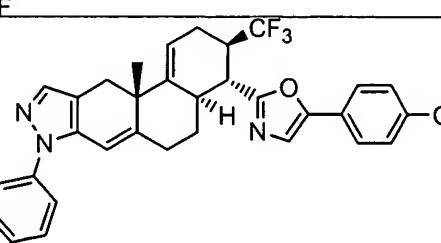
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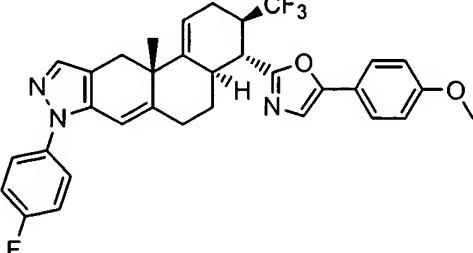
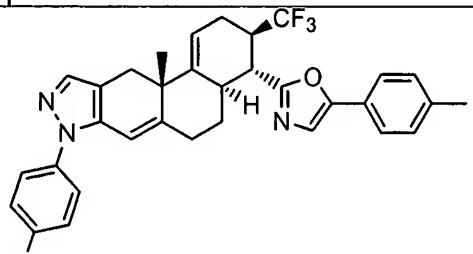
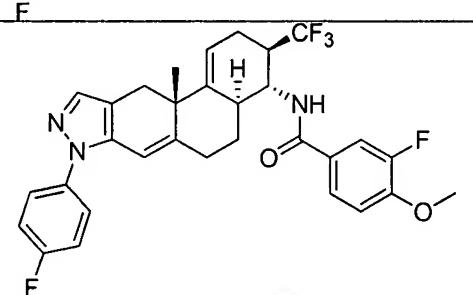
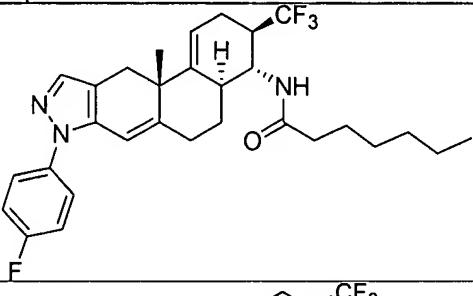
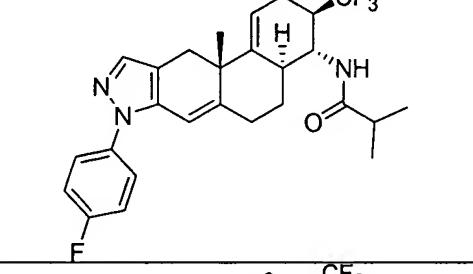
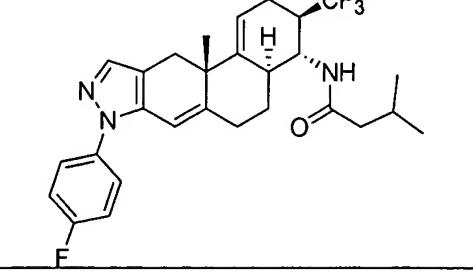
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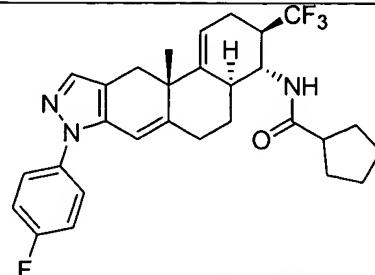
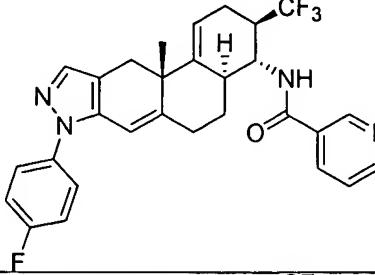
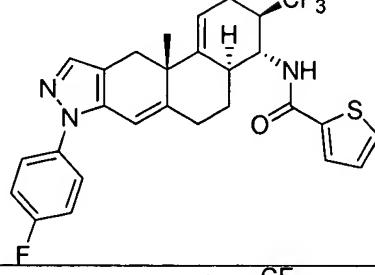
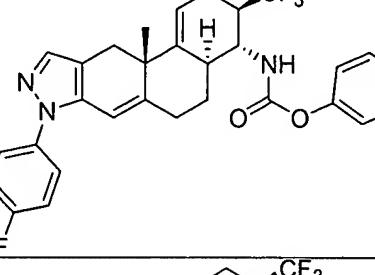
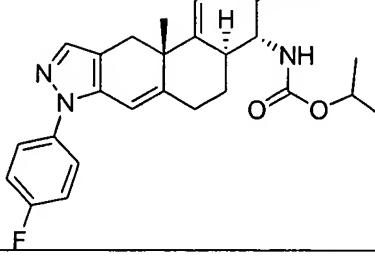
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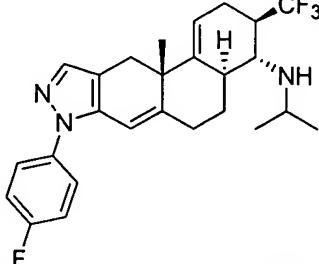
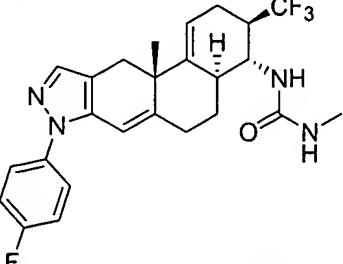
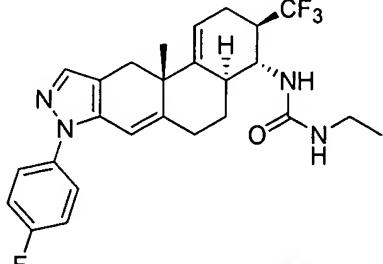
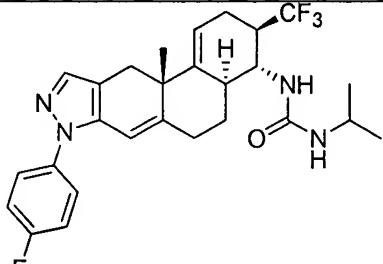
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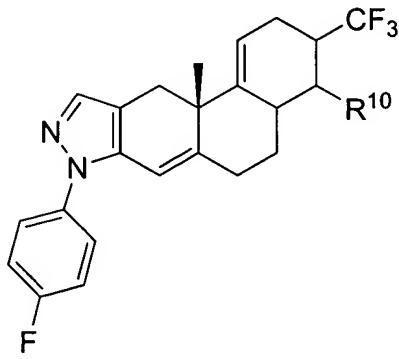
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23. (Original) A pharmaceutical composition comprising a compound according to Claim 1 in combination with a pharmaceutically acceptable carrier.

24. (Original) A method for treating a glucocorticoid receptor mediated disease or condition in a mammalian patient in need of such treatment comprising administering the patient a compound according to Claim 1 in an amount that is effective for treating the glucocorticoid receptor mediated disease or condition.

25. to 28. (Canceled)

29. (Original) A compound according to Claim 1 of Formula Id



or a pharmaceutically acceptable salt thereof, wherein

R10 is a 5-membered aromatic or non-aromatic mono-cyclic ring containing 1-3 heteroatoms selected from O, S, and N, and

R10 is mono-substituted with phenyl, wherein phenyl is optionally substituted with 1-3 substituents independently selected from halo, C1-4alkyl and C1-4alkoxy.

30. (Original) The compound according to Claim 29 wherein R10 is oxazolyl, oxadiazolyl or thiazolyl.

31. (Canceled)